

Nash Sarah E  
 Form 4  
 April 05, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nash Sarah E

(Last) (First) (Middle)

C/O MERRIMACK  
 PHARMACEUTICALS, INC., ONE  
 KENDALL SQUARE, SUITE  
 B7201

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 MERRIMACK  
 PHARMACEUTICALS INC  
 [MACK]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/03/2012		C		120,161	A	(1) 186,821
Common Stock	04/03/2012		C		28,571	A	(2) 215,392
Common Stock	04/03/2012		C		222,222	A	(3) 437,614
Common Stock	04/03/2012		C		136,058	A	(4) 573,672

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Stock								
Common Stock	04/03/2012	C	25,000	A	(5)	598,672	D	
Common Stock	04/03/2012	C	30,040	A	(1)	628,712	I	By Husband
Common Stock	04/03/2012	C	14,286	A	(2)	642,998	I	By Husband
Common Stock	04/03/2012	C	188,889	A	(3)	831,887	I	By Husband
Common Stock	04/03/2012	C	19,607	A	(4)	851,494	I	By Husband
Common Stock	04/03/2012	C	7,000	A	(5)	858,494	I	By Husband
Common Stock	04/03/2012	C	64,448	A	(4)	922,942	I	By Trust
Common Stock	04/03/2012	C	6,552	A	(4)	929,494	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series C Convertible Preferred Stock	(1)	04/03/2012		C		120,161	(1)	(1)	Common Stock 120,161
Series D Convertible Preferred Stock	(2)	04/03/2012		C		28,571	(2)	(2)	Common Stock 28,571
	(3)	04/03/2012		C		222,222	(3)	(3)	222,222

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Series E Convertible Preferred Stock								Common Stock	
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012	C	136,058	<u>(4)</u>	<u>(4)</u>		Common Stock	136,058
Series G Convertible Preferred Stock	<u>(5)</u>	04/03/2012	C	25,000	<u>(5)</u>	<u>(5)</u>		Common Stock	25,000
Series C Convertible Preferred Stock	<u>(1)</u>	04/03/2012	C	30,040	<u>(1)</u>	<u>(1)</u>		Common Stock	30,040
Series D Convertible Preferred Stock	<u>(2)</u>	04/03/2012	C	14,286	<u>(2)</u>	<u>(2)</u>		Common Stock	14,286
Series E Convertible Preferred Stock	<u>(3)</u>	04/03/2012	C	188,889	<u>(3)</u>	<u>(3)</u>		Common Stock	188,889
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012	C	19,607	<u>(4)</u>	<u>(4)</u>		Common Stock	19,607
Series G Convertible Preferred Stock	<u>(5)</u>	04/03/2012	C	7,000	<u>(5)</u>	<u>(5)</u>		Common Stock	7,000
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012	C	64,448	<u>(4)</u>	<u>(4)</u>		Common Stock	64,448
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012	C	6,552	<u>(4)</u>	<u>(4)</u>		Common Stock	6,552

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Nash Sarah E  
C/O MERRIMACK PHARMACEUTICALS, INC. X  
ONE KENDALL SQUARE, SUITE B7201  
CAMBRIDGE, MA 02139

## Signatures

/s/ Jeffrey A. Munsie,  
attorney-in-fact 04/05/2012  
\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series C Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (2) Each share of Series D Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (3) Each share of Series E Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (4) Each share of Series F Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (5) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.